

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 :
Chrysler LLC, et al., : Case No. 09.50002 (AJG)
Debtors. :
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**DESIGNATION OF RECORD ON APPEAL
AND STATEMENT OF ISSUES TO BE PRESENTED**

COMES NOW, Certain Dealers, and designate the following Record on Appeal:

1. ORDER, (1) AUTHORIZING THE SALE OF SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS, FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, (2) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES IN CONNECTION THEREWITH AND RELATED PROCEDURES AND (3) GRANTING RELATED RELIEF (Docket #3073, dated June 1, 2009).
2. OPINION GRANTING DEBTORS' MOTION SEEKING AUTHORITY TO SELL, PURSUANT TO 11 USC §363, SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS (Docket #3073, dated May 31, 2009).
3. ORDER, PURSUANT TO SECTIONS 105 AND 365 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, (A) AUTHORIZING THE REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES WITH CERTAIN DOMESTIC DEALERS AND (B) GRANTING CERTAIN RELATED RELIEF (Docket #3802, dated June 9, 2009).
4. OPINION REGARDING AUTHORIZATION OF REJECTION OF ALL EXECUTORY CONTRACTS AND UNEXPIRED LEASES WITH CERTAIN DOMESTIC DEALERS AND GRANTING CERTAIN RELATED RELIEF (Docket #4145, dated June 19, 2009).
5. MOTION OF CERTAIN DEALERS TO RECONSIDER THE COURT'S JUNE 9, 2009, REJECTION ORDER AND JUNE 19, 2009 REJECTION ORDER (Docket #6132, dated December 25, 2009).

6. MOVANTS' MEMORANDUM IN SUPPORT OF MOTION TO RECONSIDER THE COURT'S JUNE 9, 2009 REJECTION ORDER AND JUNE 19, 2009 REJECTION OPINION (Docket #6132, dated December 25, 2009).
7. OBJECTION OF DEBTORS AND DEBTORS IN POSSESSION TO AMENDED MOTION OF CERTAIN DEALERS TO RECONSIDER THE COURT'S JUNE 9, 2009, REJECTION ORDER AND JUNE 19, 2009 REJECTION ORDER (Docket #6216).
8. AMENDED MOTION OF CERTAIN DEALERS TO RECONSIDER THE COURT'S JUNE 9, 2009, REJECTION ORDER AND JUNE 19, 2009 REJECTION ORDER AMENDED ONLY TO INCLUDE ADDITIONAL REJECTED DEALERS AS MOVING PARTIES (Docket #6212).
9. MOVANTS' REPLY TO DEBTOR'S OBJECTION MEMO, (Docket #6270, dated January 22, 2010).
10. RESPONSE TO MOTION/RESPONSE OF DEBTORS AND DEBTORS IN POSSESSION OF DEEMED MOTION TO STRIKE (Docket #6368)
11. ORDER SIGNED ON 2/5/2010 DENYING REJECTED DEALERS' MOTION FOR RECONSIDERATION OF THE JUNE 9, 2009 REJECTION ORDER AND THE JUNE 19, 2009 REJECTION OPINION (Docket #6342, February 5, 2010).
12. OPINION SIGNED 2/5/2010 DENYING REJECTED DEALERS' MOTION FOR RECONSIDERATION OF THE JUNE 9, 2009 REJECTION ORDER AND THE JUNE 19, 2009 REJECTION OPINION (Docket #6341, opinion signed on February 5, 2010).
13. Certain Dealers' NOTICE OF APPEAL, (Docket #6381).
14. The transcripts of the hearings of May 27, May 28 and May 29, 2009.

STATEMENT OF ISSUES

1. Whether the court erred and abused its discretion in determining that there was no fraud on the court pursuant to 60(d)(3);
2. Whether the court erred and abused its discretion in denying to entertain movants' motion to reconsider as untimely under the court's inherent powers;

3. Whether the court erred and abused its discretion in holding that movants' 60(b)(1) motion was untimely.
4. Whether the court erred and abused its discretion in holding that intervening rights would be prejudiced by granting movants' requested relief.
5. Whether the court erred and abused its discretion by failing to recognize that Judge Gonzales added testimony into the record *sua sponte* that does not exist in the record.
6. Whether the court erred and abused its discretion by failing to recognize that movants' memorandum in support of their motion presented facts and legal authorities which the court completely failed to address in its June 9, 2009 rejection order and its June 19, 2009 rejection opinion.

The names of all parties to the Reconsideration Order and the names, addresses and telephone numbers of their respective attorneys are as follows:

Jones Day Attn: Jeffrey B. Ellman, Esq. (Counsel To: The Debtors) 1420 Peachtree Street, N.E. Suite 800 Atlanta, GA 30309 Phone: 404-521-3939 Fax: 404-581-8330 Email: JBELLMAN@JONESDAY.COM	Jones Day Attn: Corinne Ball, Esq., Veerle Roovers, Esq. (Counsel to: The Debtors) 222 East 41st Street New York, NY 10017 Phone: 212-326-3939 Fax: 212-755-7306 Email: CBALL@JONESDAY.COM; VROOVERS@JONESDAY.COM
Jones Day Attn: David G. Heiman, Esq. (Counsel To: The Debtors) 901 Lakeside Avenue Cleveland, Ohio 44114 Phone: 216-586-3939 Facsimile: 216-579-0212	Office of the United States Trustee, SDNY Attn: Brian Masumoto, Esq. 33 Whitehall Street, 21st Floor New York, NY 10004 Phone: 212-510-0500 Fax: 212-668-2255 No Service by Email on the U.S. Trustee

Dated this 2nd day of March, 2010, in Everett, Washington.

//Leo C. Donofrio//

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